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and

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Christopher M. Desiderio (admitted *pro hac vice*)
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Counsel for TomTom, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | | |
|----------------------------|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| CIRCUIT CITY STORES, INC., |) | Case No. 08-35653 |
| et al., |) | |
| |) | Jointly Administered |
| Debtors. |) | |
| |) | Hearing Date: January 16, 2009 |
| |) | |

**MOTION OF TOMTOM, INC. PURSUANT TO 11 U.S.C. § 105, BANKRUPTCY RULES
2002, 9006, 9007 AND LOCAL BANKRUPTCY RULE 9013-(N), FOR AN ORDER
SETTING AN EXPEDITED HEARING ON TOMTOM INC.'S EMERGENCY MOTION
TO SEAL EXHIBIT FILED BY THE DEBTORS**

TomTom, Inc., ("TomTom"), by and through its counsel, Nixon Peabody LLP, hereby moves (the "Expedited Motion") for entry of an order substantially in the form of Exhibit A hereto, pursuant to section 105 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 9006, 9007 and local Bankruptcy Rule 9013-(N) for an order setting an expedited hearing on TomTom's Emergency Motion to Seal Exhibit Filed by the Debtors (the "Motion") to the date of the omnibus hearing on these matters on January 16, 2009. In support of the Motion, TomTom respectfully represents:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are section 107(b) (1) of the Bankruptcy Code and Bankruptcy Rule 9018.

BACKGROUND

3. On December 17, 2008, TomTom filed its *Motion of TomTom Inc., for an Order under Sections 105, 362, and 363 Modifying the Automatic Stay to Permit the Exercise of Setoff and/or Recoupment Rights Against the Debtors* (the “Setoff Motion”) [Dkt. No. 1052].

4. On December January 12, 2009, the Debtors filed their *Objection to the Motion of TomTom, Inc. For an Order Under Sections 105, 362 and 363 Modifying the Automatic Stay to Permit the Exercise of Setoff and/or Recoupment Rights Against the Debtors* (the “Setoff Objection”)[Dkt No. 1475].

5. Annexed to the Setoff Objection, as “Exhibit A” is a document that the Debtors reference in the Setoff Objection as the “Promotion.” The details of the Promotion were intentionally omitted from the Setoff Motion as they contain information that is commercially sensitive.

RELIEF REQUESTED

6. By this Motion, TomTom respectfully requests entry of an order setting an expedited hearing on TomTom’s Motion for the regularly scheduled omnibus hearing on Friday, January 16, 2009, at 10:00 a.m., to consider the Motion and to seal the exhibit.

BASIS FOR RELIEF

7. Section 107(b) of the Bankruptcy Code authorizes the Court to issue orders to protect entities from potential harm caused by the disclosure of confidential information. See 11 U.S.C. § 107(b) (1).

8. In addition, Rule 9018 of the Federal Rules of Bankruptcy Procedure provides that this court may on motion, or on its own initiative, make an order to protect confidential research, development or commercial information.

9. Due to the confidential nature of the Promotion, TomTom respectfully submits that good cause exists for the relief requested. No alternative method would adequately protect the confidential and proprietary business information contained in that agreement.

10. Although the Promotion has been removed from the Debtors' website, an order is necessary to have it sealed on the Court's electronic docket.

11. TomTom believes it is in its best interests and in the Debtors' best interests to the Motion to be heard at the hearing currently scheduled for January 16, 2009 at 10:00 a.m.

12. Local Bankruptcy Rule 9013 allows the setting of a hearing on an expedited basis as requested herein. Attached hereto as Exhibit B is the certification required under Local Rule 9013-(N).

WAIVER OF MEMORANDUM OF LAW

13. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

14. No previous motion for the relief sought herein has been made to this or any other Court.

CONCLUSION

WHEREFORE TomTom respectfully requests that the Court enter an order substantially in the form of Exhibit A hereto and grant TomTom such other and further relief as is just.

Dated: New York, New York
January 14, 2009

Respectfully Submitted,

NIXON PEABODY LLP

By: /s/ Louis E. Dolan
Louis E. Dolan, Jr. (Bar # 34437)
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Email: ldolan@nixonpeabody.com
Counsel for TomTom, Inc.

and

By: /s/ Christopher M. Desiderio
Dennis J. Drebsky (*pro hac vice* admission pending)
Christopher M. Desiderio (admitted *pro hac vice*)
437 Madison Avenue
New York, New York 10022
Tel.: (212) 940-3000
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Counsel for TomTom, Inc

EXHIBIT A

(Proposed Order)

Louis E. Dolan, Jr. (Bar # 34437)
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Washington, DC 20004-2128
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Counsel for TomTom, Inc.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
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| In re: |) | Chapter 11 |
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| CIRCUIT CITY STORES, INC., |) | Case No. 08-35653 |
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| |) | Jointly Administered |
| Debtors. |) | |
| |) | |

**ORDER SETTING AN EXPEDITED HEARING ON TOMTOM, INC.'S EMERGENCY
MOTION TO SEAL EXHIBIT FILED BY THE DEBTORS**

Upon the motion (the "Motion") of TomTom, Inc. ("TomTom") for an Order, pursuant to Bankruptcy Code section 105, Rules 2002, 9006, 9007 of the Federal Rules of Bankruptcy Procedure and Rules 9013-1(N) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia, requesting an expedited hearing; the court having review the Motion, and the Court having determined that the relief requested in the Motion is in the best interest of TomTom and the Debtors; it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; after due deliberation

thereon; and good and sufficient cause appearing therefore; and upon the record herein; it is hereby;

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. The notice period is shortened and a hearing will be held on January 16, 2009 at 10:00 a.m., Eastern Time, to hear and consider TomTom, Inc.'s Emergency Motion to Seal Exhibit Filed By The Debtors.
3. Adequate notice of the relief sought in the Motion has been given and no further notice is required.
4. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
January __, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Louis E. Dolan
Louis E. Dolan, Jr. (Bar # 34437)
401 9th Street NW, Suite 900
Washington, DC 20004-2128
Tel.: (202) 585-8818
Email: ldolan@nixonpeabody.com

and

/s/ Christopher M. Desiderio
Dennis J. Drebsky (*pro hac vice* admission pending)
Christopher M. Desiderio (admitted *pro hac vice*)
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Counsel to TomTom

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(c)

Pursuant to Local Bankruptcy Rule 9022-1(c), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Christopher M. Desiderio
Christopher M. Desiderio

Exhibit B

Louis E. Dolan, Jr. (Bar # 34437)
401 9th Street NW, Suite 900
Washington, DC 20004-2128
Tel.: (202) 585-8818
Email: ldolan@nixonpeabody.com

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| |) | Jointly Administered |
| Debtors. |) | |
| |) | Hearing Date: January 16, 2009 |
| |) | |

**CERTIFICATION OF CHRISTOPHE M. DESIDERIO PURSUANT TO LOCAL
BANKRUPTCY RULE 9013-(N) IN SUPPORT OF TOMTOM INC.'S MOTION FOR AN
ORDER SETTING AN EXPEDITED HEARING**

I, CHRISTOPHER M. DESIDERIO, herby certify as follows:

1. I have carefully examined the matter and concluded that there is a true need for an emergency hearing: the exhibit sought to be sealed contains confidential and proprietary business

information; the longer such information is available public, the greater the chance that TomTom Inc. (“TomTom”) may become irreparably harmed from its continued dissemination.

2. The emergency was not created through the lack of any due diligence: TomTom only became aware that such confidential and priority information was made public on January 12, 2009, when the above-captioned debtors (the “Debtors”) filed their *Objection to the Motion of TomTom, Inc. For an Order Under Sections 105, 362 and 363 Modifying the Automatic Stay to Permit the Exercise of Setoff and/or Recoupment Rights Against the Debtors* (the “Setoff Objection”)[Dkt No. 1475].

3. TomTom has made a bona fide effort to resolve this matter without hearing: TomTom has contacted both the Debtors’ counsel and the Clerk of this Court to resolve this matter without a hearing. All parties have agreed that an order of this Court is necessary to grant the relief requested by TomTom.

Dated: New York, New York
January 14, 2009

By: /s/ Christopher M. Desiderio
Christopher M. Desiderio (admitted *pro hac vice*)
437 Madison Avenue
New York, New York 10022
Tel.: (212) 940-3000
Email: cdesiderio@nixonpeabody.com

Counsel for TomTom, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on the 14th day of January, 2009, a true and correct copy of the foregoing Motion of TomTom, Inc. for an Order Setting an Expedited Hearing on TomTom's Emergency Motion to Seal Exhibit Filed by the Debtor was served via overnight mail and via ECF to:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad St. Suite 4304
Richmond, Virginia 23219
Assistant United States Trustee

David S. Berman
Riemer & Braunstein LLP
Three Center Plaza, 6th Floor
Boston, Massachusetts 02108
Counsel for Bank of America, NA., as Agent

Dion W. Hayes
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One James Center
901 East Cary Street
Richmond, Virginia 23219
Counsel for the Debtors

Greg M. Galardi
Jan S. Fredericks
Skadden, Asps, Slate, Meagher & Flom
One Rodney Square
P.O. Box 636
Wilmington, DE 19899
Counsel for the Debtors

I also hereby certify that I caused a copy of the foregoing document to be delivered in PDF format, by e-mail, to:

circuitcityservice@mcguirewoods.com and project.circuitcity@skadden.com.

/s/ Christopher M. Desiderio
Christopher M. Desiderio